

AKT THEMELIMI
I
SHOQERISE ME PERGJEGJESI TE KUFIZUAR
EUROPE ROYAL UNION ENERGY LTD

PJESA E I
DISPOZITA TE PERGJITHSHME

Neni 1
Ortaku

1.1 Shoqeria eshte themeluar nga ortaku:

Znj,TINTING ZHANG , shtetase kineze, lindur me 12.01.1989, ne Shandong, Kine, rezident ne adresen: Rruga Skenderbeu, Nr.36, kati 8, Fier, mbajtes i pasaportes me nr. G43611559, madhor dhe me zotesi te plote juridike per te vepruar;

Neni 2
Emri i shoqerise

Emri i shoqerise eshte **EUROPE ROYAL UNION ENERGY LTD**, (me poshte referuar si "Shoqeria").

Neni 3
Selia e Shoqerise

- 3.1 Selia e Shoqerise do te jete ne adresen: Lagja "29 Nentori", Rruga "Pinellopi Pirro", Pallati "Gjergji Halo", Nr.1
- 3.2 Shoqeria mund te hape dege, zyra perfaqesimi brenda apo jashte Republikes se Shqiperise ne perputhje me legjislacionin shqiptar ne fuqi.

Neni 4
Forma ligjore

Shoqeria eshte shoqeri shqiptare dhe eshte krijuar si shoqeri me pergjegjesi te kufizuar.

Neni 5
Kohezgjatja

Shoqeria do te ushtroje aktivitetin e saj tregtar per nje periudhe te pakufizuar.

Neni 6
Objekti i aktivitetit

6.1 Objekti i veprimtarise se Shoqerise do te konsistoj ne te gjitha llojet e aktiviteve sipas klasifikimit kombetar te aktiviteve, pervec atyre aktiviteve per te cilat kerkohet miratimi ose akti i nje organi shteteror ose organi te autorizuar.

6.2 Fusha kryesore e aktivitetit do te jete:

Sherbime mbi puset, sherbime te shpimit, Sherbime EOR (Permiresimin e ripertitjes se puseve), sherbime stimulimi, sherbime ne industrine e naftes dhe te gazit, riparime dhe mirembajtje pajisjesh naftes, tregtim pajisjesh dhe veglash per industrine e naftes dhe te gazit, import-eksport, sherbime transporti, sherbime konsultimi dhe burimesh njerezore dhe sherbime dhe konultime te tjera te lidhura me to.

PJESA II
KAPITALI I SHOQERISE DHE KUOTAT

Neni 7
Kapitali i Shoqerise

7.1 Kapitali themeltar i shoqerise eshte 10.000 (dhjetemije) Leke dhe perbehet nga njeqind kuota. Pjesemarrja e ortakut themelues ne kapitalin e shoqerise eshte ne perputhje me kontributin e tij si me poshte:

TINGTING ZHANG, ne cilesine e ortakut themelues eshte zoterues i 1 (nje) kuote me vlere te pergjithshme 10.000 (dhjetemije) lek qe perben 100% te kapitalit themeltar te shoqerise. Kapitali i shoqerise perbehet nga 1 (nje) kuote me vlere nominale 10.000 lek.

PJESA III
ASAMBLEJA E ORTAKEVE

Neni 8
Te drejtat e asamblese se ortakeve

8.1 Asambleja e pergjithshme eshte organi me i larte vendimmarres i Shoqerise e cila ka te drejte te marre vendime ne lidhje me te gjitha ceshtjet e veprimtarise se saj.

8.2 Asambleja e pergjithshme perbehet nga te gjithet ortaket.

8.3 Vetem asambleja e pergjithshme ka te drejte te vendose per sa me poshte:

- a) Ndryshime dhe modifikime te Statutit;
- b) Pranimin e ortakeve te rinj;
- c) largimin/perjashtimin e nje ortaku, ne perputhje me dispozitat statutore ne fuqi;
- d) zmadhimin dhe zvogelimin e kapitalit dhe/ose cdo lloj pagimi te pjesshem ose subvencioni te dhene nga ortaket;
- e) bashkimin, ndarjen, prishjen dhe cdo lloj transformimi te Shoqerise;
- f) blerjen apo disponimin e interesit pjesemarres ne shoqeri shqiptare apo te huaja;
- g) hapjen dhe mbylljen e degeve dhe zyra e perfaqesimit;
- h) miratimin e raporteve vjetore dhe bilancit te shoqerise si dhe shperndarjen e fitimit;
- i) blerjen, shitjen dhe dhenien peng te pasurive te paluajtshme;
- j) marrjen me qira, dhenien me qira ose dhenien e cdo te drejte per perdorimin e pasurive te paluajtshme dhe ndertesave;
- k) te vendose per investimet;
- l) te jape letra me vlere, te marre detyrime, te leshoje garanci ose letra sigurie
- m) te percaktoje parimet e pergjithshme te politikave te shoqerise;
- n) te delegoj apo revokoj nje prokure apo autorizim per te vepruar ne emer te shoqerise;
- o) te caktoj shperblimet per administratoret, te perfundoje kontratat e punes me administratoret dhe nepunesit ekzekutive te shoqerise;
- p) te jape alternativa, te drejta te ndarjes se fitimit vjetor, pagesave ne natyre, te drejtat mbi pensionet ose cdo pagese mbi largimin e drejtoreve, dhe nepunesve ekzekutive te shoqerise;
- q) te perfundoje marreveshje konsultimi dhe bashkepunimi;
- r) emerimin dhe shkarkimin e likujduesve, eksperteve kontabel te autorizuar;
- s) miratimin e rregullave te brendshme mbi administrimin;
- t) te ngre padi kunder anetareve te organeve te shoqerise ose kunder ortakeve te tjere;
- u) percaktimin e struktures organizative dhe administrative te Shoqerise;
- v) percaktimin e buxhetit vjetor;
- w) miratimin e cdo ceshtje tjeter zgjidhja e se ciles i eshte rezervuar asamblese se pergjithshme ne perputhje me ligjin dhe kete Statut.

Neni 9

Vendimet e asamblese se ortakeve

- 9.1 Vendimet e renditura persa i perket ndryshimit te statutit, zmadhimin ose zvogelimin e kapitalit te regjistruar, shperndarjen e fitimeve, riorganizimin dhe prishjen e shoqerise merren me $\frac{3}{4}$ e votave te ortakeve pjesemarres.
- 9.2 Ne mbledhjen e Asamblese votimi do te kryhet i hapur. Ne raste te vecanta, ne varesi te ceshtjeve specifike, vendimi mund te merret me votim te fshehte, ne perputhje me dispozitat statutore

PJESA IV
ADMINISTRIMI I SHOQERISE

Neni 10
Administrimi i Shoqerise

- 10.1 Administrimi i shoqerise do te behet nga nje administrator, I cili do te perfaqesoje individualisht Shoqerine. Gjithashtu, asambleja e pergjithshme duhet t'i caktojte kompetenca perfaqesimi individuale secilit prej administratoreve.
- 10.2 Administratoret mund te autorizojne pale te treta qe t'i perfaqesojne ata ne transaksione te vecanta.
- 10.3 Administratoret do te organizojne dhe menaxhojne te gjithë aktivitetin e Shoqerise. Ata jane te autorizuar te perfaqesojne Shoqerine ne te gjitha ceshtjet qe kane lidhje me to.
- 10.4 Te drejtat dhe detyrimet e administratoreve burojne nga ligji, ky Statut, vendimet e Asamblese se Pergjithshme dhe rregullat e brendshme te administrimit te Shoqerise.
- 10.5 Administratoret kane te drejtat e meposhtme:
- a) perfaqesimin e Shoqerise kundrejt paleve te treta dhe shtetit;
 - b) hapjen e llogarive bankare te Shoqerise me bankat;
 - c) marrja e huave ne emer te shoqerise dhe vendosja mbi kushtet e huase;
 - d) perfundimin e marreveshjeve mbi dhenien e huave;
 - e) perfundimin e marreveshjeve me palet e treta, leshimin dhe marrjen e urdher pagesave;
 - f) nenshkrimin e te gjithë dokumentave, nxjerrjen e faturave, transferimet ne monedhe re huaj, flete ngarkesat etj, pagimin e detyrimeve te Shoqerise dhe pranimin e letrave me vlere nga palet e treta;
 - g) mbledhjen e detyrimeve qe i takojne shoqerise, dhenien dhe marrien e paradhenieve;
 - h) dhenien e moratoriumit debitoreve te Shoqerise, heqjen dore nga padite qe vijne si pasoje e marredhenieve te Shoqerise me palet e treta dhe/ose pranimin e ketyre padive;
 - i) punesimin dhe shkarkimin e stafit te Shoqerise, percaktimin e pagave, shperblimeve dhe pagesave te stafit;
 - j) marrjen e masave paraprake per mbrojtjen e interesave te Shoqerise, fillimin e padive dhe marrjen persiper te mbrojtjes se Shoqerise ne rast te padive kunder saj; administratoret mund te udhezojne avokatet te mbrojne Shoqerine dhe mund te percaktojne shumen e shperblimit te tyre; administratoret kane te drejte te ngrene padi dhe t'i terheqin ato, te nenshkruajne marreveshje gjyqesore, te mbyllin marreveshje arbitrazhi, te caktojne arbitra, te terheqin padite e ngritura nga Shoqeria dhe te nderprejne procedimet;
 - k) administratoret kane te drejte marrin cdo vendim tjeter qe i takon aktivitetit te perditshem te Shoqerise nga pikepamja e ligjit dhe ketij Statuti;

- l) mbledhjen e shpenzimeve te Shoqerise;
- m) administratoret jane pergjegjes per mbajtjen e llogarive ne perputhje me ligjin dhe parimet e ligjit;
- n) administratoret jane pergjegjes per perгатitjen dhe nenshkrimin e bilancit vjetor dhe pasqyrave vjetore financiare te Shoqerise dhe kontrollin e tyre nga nje auditor i jashtem nese dicka e tille kerkohet nga ligji apo vendimi i mbledhjes se ortakeve.
- o) thirrjen e mbledhjeve te ortakeve; percaktimin e rendit te dites; monitorimin e permbushjes se dispozitave qe kane lidhje me thirrjen dhe drejtimin e mbledhjes se ortakeve per shpalljen e vendimeve te vecanta;
- p) publikimin e shpalljeve te nevojshme perfshire dhe publikimin e pasqyrave vjetore financiare;
- q) administratoret jane pergjegjes per mbajtjen e rregullt dhe ruajtjen e dokumentacionit te Shoqerise;
- r) marrin vendime mbi te gjitha ceshtjet e tjera qe lidhen me aktivitetin e brendshem te Shoqerise dhe marredheniet e saj te jashtme.

10.6 Personi I meposhtem do te caktohet administrator per nje periudhe 5 (pese) vjecare me te drejte ripерteritjeje:

1. Znj. **TINGTING ZHANG**, shtetase kineze, lindur me 12.01.1989, ne Shandong, Kine, rezident ne adresen: Rruga Skenderbeu, Nr. 36, Kati I 8-te, Fier, mbajtes i pasaportes me nr. G43611559, madhor dhe me zotesi te plote juridike per te vepruar;

PJESA V VITI FINANCIAR, BILANCI, FITIMI DHE HUMBJET

Neni 11 Viti financiar, pasqyrat vjetore financiare

- 11.1 Viti financiar i Shoqerise zgjat 12 muaj dhe fillon ne ditën e pare te Janarit dhe mbaron ne ditën e tridhjetë e nje te Dhjetorit. Viti i pare financiar i Shoqerise fillon ne datën e regjistrimit te Shoqerise dhe mbaron ne datën e tridhjetë e nje-te te Dhjetorit.
- 11.2 Ne fund te cdo viti financiar, administratoret do te permbushin detyrat e meposhtme:
- a) perгатitjen e nje liste te detajuar te asetëve te Shoqerise dhe strukturese se tyre;
 - b) perгатitjen e bilancit te shoqerise i cili pershkruan situaten financiare te Shoqerise;
 - c) perгатitjen e llogarive te fitimit dhe te humbjeve
- 11.3 Pasqyrat financiare te perгатitura do te paraqiten ne mbledhjen e zakonshme te asamblese se ortakeve se bashku me nje raport te auditoreve te jashtem per miratim.

Neni 12
Fitimi i Shoqerise

12.1 Fitimi neto i Shoqerise do te shperndahet ne perputhje me pjeset e kapitalit ne Shoqeri, si me poshte:

- a) 100% e fitimit do te shperndahet tek Znj. TINGTING ZHANG, si zoteruesi i nje kuote, qe perfaqeson 100 (njqind) % te kapitalit te shoqerise.

12.2 Fitimi neto do te jete fitimi i Shoqerise ne perputhje me pasqyrat vjetore financiare te miratuara pas zbritjes se te gjitha taksave dhe caktimit te rezervave ligjore. Bilanci i shoqerise do te miratohet nga asambleja e ortakeve dhe do te dorezohet ne organet tatimore perpara fundit te muajit Mars te vitit pasardhes.

PJESA VI
PRISHJA DHE LIKUIDIMI

Neni 13
Prishja dhe likuidimi

13.1 Shoqeria do te zgjidhet ne rastet e meposhtme:

- a) vendim i mbledhjes se asamblese se ortakeve;
- b) bashkimi me nje shoqeri tjeter;
- c) vendimi i gjykates me juridiksion perkates ne rastet e parashikuara me ligj;
- d) ne te gjitha rastet e tjera te parashikuara me ligj.

13.2 Likuidimi i Shoqerise dhe shperndarja e asetave te Shoqerise do te behet ne perputhje me dispozitat ligjore.

PJESA VII
TE PERGJITHSHME

Neni 14
Te pergjithshme

14.1 Ne rast mosmarveshjes te cilat lindin si pasoje e ketij Statuti ose per shkak te ligjit, ortaket do te perpiqen t'i zgjidhin ato miqesisht. Nese nuk arrihet nje marveshje, mosmarveshja e ortakeve do te zgjidhet nga gjykata me juridiksion perkates.

14.2 Ligji zbatues eshte ligji shqiptar.

14.3 Ne rast mosmarreveshje, version anglisht i Statutit do te prevaloj

14.4 Ky statut hartohet dhe nenshkruhet ne 4 (kater) kopje origjinale

ORTAKU THEMELUES
Znj, TINGTING ZHANG

Fier, me 30/10/ 2018

Tingting Zhang
张婷婷

ARTICLES OF INCORPORATION OF THE LIMITED LIABILITY COMPANY

EUROPE ROYAL UNION ENERGY LTD

PART I GENERAL PROVISIONS

Article 1 Shareholder

1.1 The Company is founded by Shareholder:

Miss TINGTING ZHANG, Chinese citizen, born on 12.01.1989, in Shandong, China, resident in the address: Rruga Skenderbeu, Nr.36, kati 8, Fier, bearer of passport no. G43611559, of major age having full capacity to act;

Article 2 Company name

The name of the Company shall be:

EUROPE ROYAL UNION ENERGY LTD (hereinafter referred to as "the Company")

Article 3 Registered office of the Company

3.1 The registered office of the Company shall be at the address:

Lagja "29 Nentori", Rruga "Pinellopi Pirro", Pallati "Gjergji Halo", Nr.1, Fier, Albania

3.2 The Company may establish branches, establishments, agencies, plants, offices and representation offices at any location in Albania and abroad and shall comply with the applicable statutory provisions and registration procedures.

Article 4 Legal form of the Company

The Company is an Albanian legal entity and has been established as a company with a limited liability.

Article 5 Duration of the company

The Company shall be established for unlimited period of time.

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Article 6
Object of the Company's Business

6.1 The object of the Company's business shall consist of all activities determined with the national classification of activities except those for which consent, approval, or other act of state organ or other authorized organ is required.

6.2 The major area of the activity shall be:

Workover service, drilling service, EOR (Enhancement of Oil Recovery), stimulation, oil and gas fields service, oil equipment repairing and maintenance, trading of equipments, tools for oil and gas fields, export and import, transportation services, consultancy service, human resource service, and other related services and consultancy

PART II
REGISTERED CAPITAL OF THE COMPANY AND SHARES

Article 7
Share Capital

7.1 The registered capital of the Company shall be ALL 10.000 (ten thousand), which consist of 1 (one) quota. The participation of the founding partner in the capital of the company is in accordance with the contribution , as follows:

Miss **TINGTING ZHANG** , in the quality of the founding partner as owner of 1 (one) quota with total value ALL 10.000 (ten thousand), which corresponds to 100% (hundred percent) of the capital.

PART III
SHAREHOLDERS' MEETING

Article 8
Powers of the shareholders' meeting

8.1 The shareholders' meeting shall be the supreme body of the company and shall be entitled to pass resolutions regarding all issues of its activities.

8.2 The shareholders' meeting shall consist of all shareholders.

8.3 Only the shareholders' meeting shall be entitled to decide on the following issues:

- a) To modify and amend the Articles of Association;
- b) To accept new shareholders;
- c) To resolve on exclusion of a shareholder, with the relevant statutory provisions having to be complied with;
- d) To increase and/or decrease the registered capital and/or any kind of partial payments or subsidies granted by the shareholders;
- e) To resolve on a merger, spin-off, dissolution and any kind of transformation of the Company;
- f) To resolve on acquisition and/or to surrender participating interests in companies in Albania or abroad;
- g) To establish and/or to close down branches and representations offices;
- h) To adopt the annual reports and balance sheets and approve the distribution of profit;
- i) To resolve on acquisition, sale and encumbrance of real properties and buildings;
- j) To resolve on renting, leasing out or conceding any right of use of real properties and buildings;
- k) To resolve on investments;
- l) To grant securities, to assume liabilities, to concede guarantees or letters of comfort;
- m) To define the general principles for the business policy of the Company;
- n) To grant and to revoke proxy or authorization to act on behalf of the Company;
- o) To determine the remuneration of the administrators, to conclude employment contracts with administrators and executive employees of the Company;
- p) To grant options, turnover-sharing rights, payments in kind, pension rights, or any retirement payments to managers and executive employees of the Company;
- q) To conclude consulting and cooperation contracts;
- r) To resolve on the appointment of auditors, chartered accountants and liquidators;
- s) To resolve on the internal rules for the managements;
- t) To file suit against members of the bodies of the Company or against shareholders;
- u) To determine the structural and administrative organization of the Company;
- v) To determine the annual budgets;
- w) To decide on any other matter the solution of which has been reserved to the shareholders' meeting by the law and/or this Articles of Incorporation

Article 9

Resolutions of the shareholders' meeting

- 9.1 Resolutions as listed concerning the modification of the Articles of Association, increase or decrease of the share capital, distribution of profit, the organization and dissolution of the Company shall require a majority of $\frac{3}{4}$ of all votes cast.
- 9.2 At shareholders' meetings votes shall be cast openly. In exceptional cases, in view of specific issues, a decision may be made by secret ballot in accordance with statutory provisions.

**PART IV
MANAGEMENT OF THE COMPANY**

**Article 10
Management of the company**

- 10.1 The management shall consist of one administrator, who shall individually represent the Company. However, the shareholders' meeting shall be free to assign single representation power to each managing director.
- 10.2 The administrator may authorize third parties to represent him in certain transactions.
- 10.3 The administrator shall organize and manage the entire business activity of the Company. He shall be authorized to represent the Company in all issues which concern the Company.
- 10.4 The rights and duties of the administrator shall result from the law, this Article of Incorporation, the resolutions of the shareholders and from the internal rules for the management of the Company.
- 10.5 The administrator shall have the following powers:
- a) Representation of the Company vis-à-vis third parties and vis-à-vis the state;
 - b) Opening of accounts of the Company with banks;
 - c) Taking out of loans in the name of the Company and deciding on the conditions of the loans;
 - d) Conclusion of agreements on the granting of loans;
 - e) Conclusion of agreements with third parties, issuance and receipt of orders;
 - f) Signing of all documents, issuing of invoices, foreign currency transfers, bills of lading and the like; settling of accounts payable of the Company and accepting of the securities from third parties;
 - g) Collection of accounts receivable of the company, effecting of down payments and granting of advances;
 - h) Granting of a moratorium to debtors of the company; may waive legal claims resulting from relationships between the Company and third parties and/or may accept such waivers;
 - i) Employment and dismissal of staff of the company and determination of the wages and salaries and remunerations of staff;
 - j) Taking of precautionary measures for the protection of the Company's interest, initiation of lawsuit and causing of the defense of the Company in case of suits filed against the company; the management may instruct lawyers to defend the Company and may determine the amount of their fees; the management shall be entitled to file complaints and to withdraw the same, to sign court agreements, to conclude arbitration agreements, to appoint arbitrators, to withdraw suits filed by the Company and to discontinue proceedings;

- k) The management shall be entitled to take all other actions which concern ensuring ordinary business of the Company from the point of view of the law and this Article of Incorporation;
- l) Controlling of the expenditures of the Company;
- m) The management shall be responsible for keeping of the books as prescribed by the law and accounting principles;
- n) The management shall be responsible for preparation and subscription of the balance sheet and of the annual financial statements of the Company and audit of the same by external auditors if this is required by the law or by resolution of the shareholders' meeting;
- o) Convening of shareholders' meetings; determining of the agenda of meetings; monitoring of compliance with provisions on the convening and conduct of a shareholders' meeting and for announcement of relevant resolutions;
- p) Publication of the necessary announcements including publication of the annual financial statements;
- q) The administrators shall be responsible for the due keeping and safe-keeping of the documentation of the Company;
- r) Decision on all other issues of internal operation of the Company and its external relations.

10.6 The following person shall be appointed administrator for a term of **5 years** with the possibility of re-election:

1. **TINGTING ZHANG**, Chinese citizen, born on 12.01.1989 in Shandong, China, resident in the address: Rruga Skenderbeu, Nr. 36, kati I 8-te, Fier, bearer of the passport no. G43611559, of major age, having full legal capacity to act.

PART V BUSINESS YEAR, BALANCE SHEETS, PROFIT AND LOSS

Article 11 Business year, annual financial statements

11.1 The business year of the Company shall last for 12 months and shall commence on the first day of January and shall end on the thirty-first day of December. The first business year of the Company shall commence on the date of registration of the Company and end on the thirty-first day of December.

11.2 At the end of every business year the administrators shall fulfill the following tasks:

- a) Preparation of a detailed list of the assets of the Company and their structure;
- b) Preparation of balance sheets describing the situation of the business of the Company;
- c) Preparation of a profit and loss account.

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11.3 The annual financial statements so prepared shall be presented to the ordinary shareholders' meeting together with a report of the external auditors for approval.

Article 12
Profit of the company

12.1 The net profit of the Company shall be distributed in accordance with the shares in the Company as follows:

- a) 100% (one hundred percent) of the profit shall be distributed to Miss TINGTING ZHANG as owner of 1(one) quota, representing 100% (one hundred percent) of the registered capital of the company.

12.2 The net profit shall be the profit of the Company in accordance with the approved annual financial statements after deduction of all taxes and after setting up of statutory and other reserves. The balance sheet of the company shall be approved by the shareholders' meeting and shall be filed with the tax authority within the end of March of the subsequent year.

PART VI
DISSOLUTION AND LIQUIDATION

Article 13
Dissolution and liquidation

13.1 The company shall be dissolved in the following cases:

- a) Resolution of the shareholders' meeting
- b) Consolidation and affiliation with another company;
- c) Order by the court having jurisdiction in the cases provided for by law;
- d) In other cases provided for by law.

13.2 Liquidation of the Company and distribution of the Company's assets shall be effected in accordance with statutory provisions.

PART VII
GENERAL

Article 14
General

14.1 In case of disputes which arise out of this Articles of Incorporation or which result from the law, the shareholders shall at first attempt to settle the same amicably. If no consent can be reached, the shareholders shall by finally settled by to the courts having jurisdiction.

14.2 The Albanian law shall be applied.

14.3 In case of dispute, the English version of this Articles of Incorporation shall prevail.

14.4 This Articles of Incorporation shall be drawn up and signed in 4 (four) counterparts.

FOUNDING PARTNER
Ms. TINGTING ZHANG

In Fier the 30/10 /2018

Tingting Zhang
张婷婷